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Stonehill Capital Management LLC and
Bayview Fund Management LLC, each in its
capacity as investment advisor to certain
funds, and to CQS ABS Master Fund Limited
and CQS ABS Alpha Master Fund Limited*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
Residential Capital, LLC, *et al.*, : 12-12020 (MG)
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:
Debtors. : Jointly Administered
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**VERIFIED STATEMENT OF WILLKIE FARR & GALLAGHER LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Willkie Farr & Gallagher LLP (“**WF&G**”), as attorneys for Monarch Alternative Capital LP, Stonehill Capital Management LLC and Bayview Fund Management LLC, each in its capacity as investment advisor to certain funds, and to CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited (collectively, the “**Investors**”) in connection with the above-captioned cases of Residential Capital, LLC and its affiliated debtors (collectively, the “**Debtors**”), hereby submits this verified statement (the “**2019 Statement**”) and respectfully states as follows:

1. WF&G submits this 2019 Statement out of an abundance of caution. Nothing in this 2019 Statement shall constitute an admission that the requirements of Bankruptcy Rule 2019 apply to WF&G's representation of the Investors listed herein.

2. Prior to the filing of the Debtors' motions to approve a plan support agreement and a settlement agreement with the Financial Guaranty Insurance Company, WF&G represented Monarch Alternative Capital LP in connection with these cases. On or around June 10, 17 and 19, 2013, additional Investors engaged WF&G to represent them in connection with these cases and the above-referenced motions.

3. The address for WF&G for purposes of this 2019 Statement is 787 Seventh Avenue, New York, NY 10019.

4. The mailing addresses and the nature and amount of all disclosable economic interests for each Investor are set forth in Exhibit A to this 2019 Statement. The information contained in Exhibit A is based upon information provided by the Investors to WF&G and is subject to change. Upon information and belief, the Investors have used reasonable efforts to determine all of their disclosable economic interests in the Debtors. However, given the number and complexity of the Debtors, it is possible that economic interests may have been inadvertently overlooked.

5. Neither the filing of this 2019 Statement nor any subsequent appearance, pleading, claim, or suit is intended or shall be deemed to waive the Investors' right to: (i) have orders in non-core matters entered only after de novo review by a district court; (ii) trial by jury in any proceeding so triable in any case, controversy or adversary proceeding; or (iii) have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal. In addition, all other rights, claims, actions, defenses, setoffs, or recoupments to which each

Investor is or may be entitled under agreements, in law, or in equity, are expressly reserved, and nothing contained in this 2019 Statement (or the exhibits hereto), should be construed as a limitation upon, or waiver of, any Investor's rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

6. Upon information and belief, WF&G does not possess any disclosable economic interests in the Debtors.

7. The undersigned counsel verifies, under penalty of perjury, that the foregoing is true and correct to the best of his knowledge, information, and belief.

Dated: New York, New York
June 28, 2013

WILLKIE FARR & GALLAGHER LLP
Attorneys for Monarch Alternative Capital LP,
Stonehill Capital Management LLC and Bayview
Fund Management LLC, each in its capacity as
investment advisor to certain funds, and to CQS
ABS Master Fund Limited and CQS ABS Alpha
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By: /s/ Paul Shalhoub
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